

EXHIBIT 1

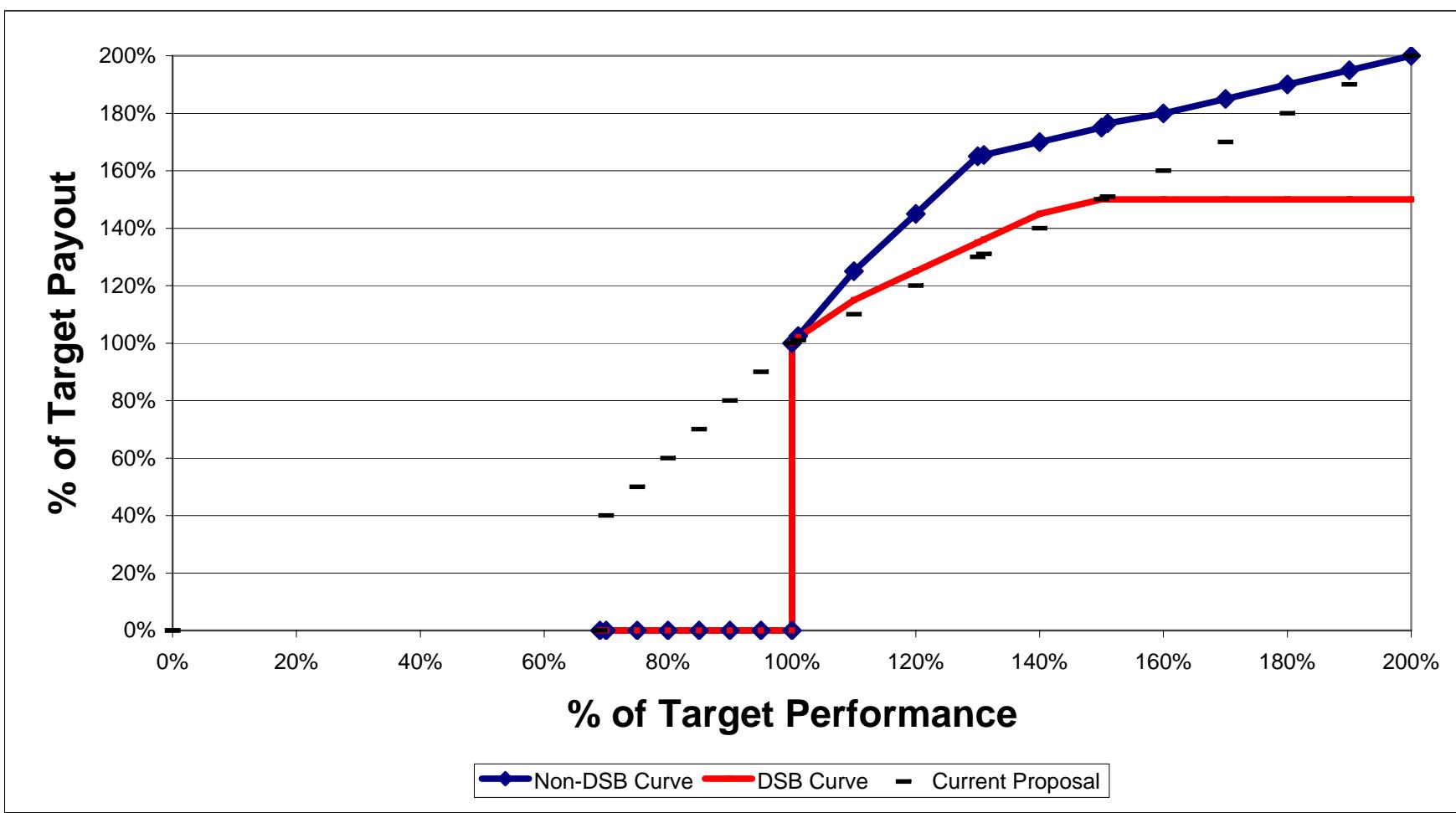
INCENTIVE PAYMENT OPPORTUNITIES

	HC	Avg. Salary	Targets thru 6/30/06	Individual Performance Ranges (target)			Individual Performance Ranges (maximum)		
				Min	Mid Point	Max	Min	Mid Point	Max
<u>DSB</u>									
Miller		\$1	<i>Not Participating</i>						
Other DSB		\$514,255	\$256,933	\$0	\$256,933	\$385,399	\$0	\$385,399	\$385,399
Sum	23		\$5,652,522	*	\$5,652,522	**	\$0	\$8,478,783	\$8,478,783
<u>Band F</u>									
Sum	2		\$427,500	\$122,500	\$0	\$122,500	\$245,000	\$0	\$245,000
				\$245,000	*	\$245,000	**	\$0	\$490,000
Band E	21	\$292,808	\$85,500	\$0	\$85,500	\$171,000	\$0	\$171,000	\$171,000
Band D	65	\$240,799	\$67,500	\$0	\$67,500	\$135,000	\$0	\$135,000	\$135,000
Band C	88	\$199,856	\$33,500	\$0	\$33,500	\$67,000	\$0	\$67,000	\$67,000
Band B	130	\$165,312	\$23,500	\$0	\$23,500	\$47,000	\$0	\$47,000	\$47,000
Band A	138	\$141,300	\$18,500	\$0	\$18,500	\$37,000	\$0	\$37,000	\$37,000
Sum	442		\$14,739,000	*	\$14,739,000	**	\$0	\$29,478,000	\$29,478,000
TOTAL COST	467		\$20,636,522	*	\$20,636,522	**	\$0	\$38,446,783	\$38,446,783

\$ Fund Summary	Target	Maximum
	\$M	\$M
Original Proposal	\$31.0	\$62.0
Revised Proposal	\$20.6	\$38.4
DSB Original	\$8.5	\$17.0
DSB Revised	\$5.7	\$8.5

* Individual bonuses may be reduced to as low as zero based on performance.

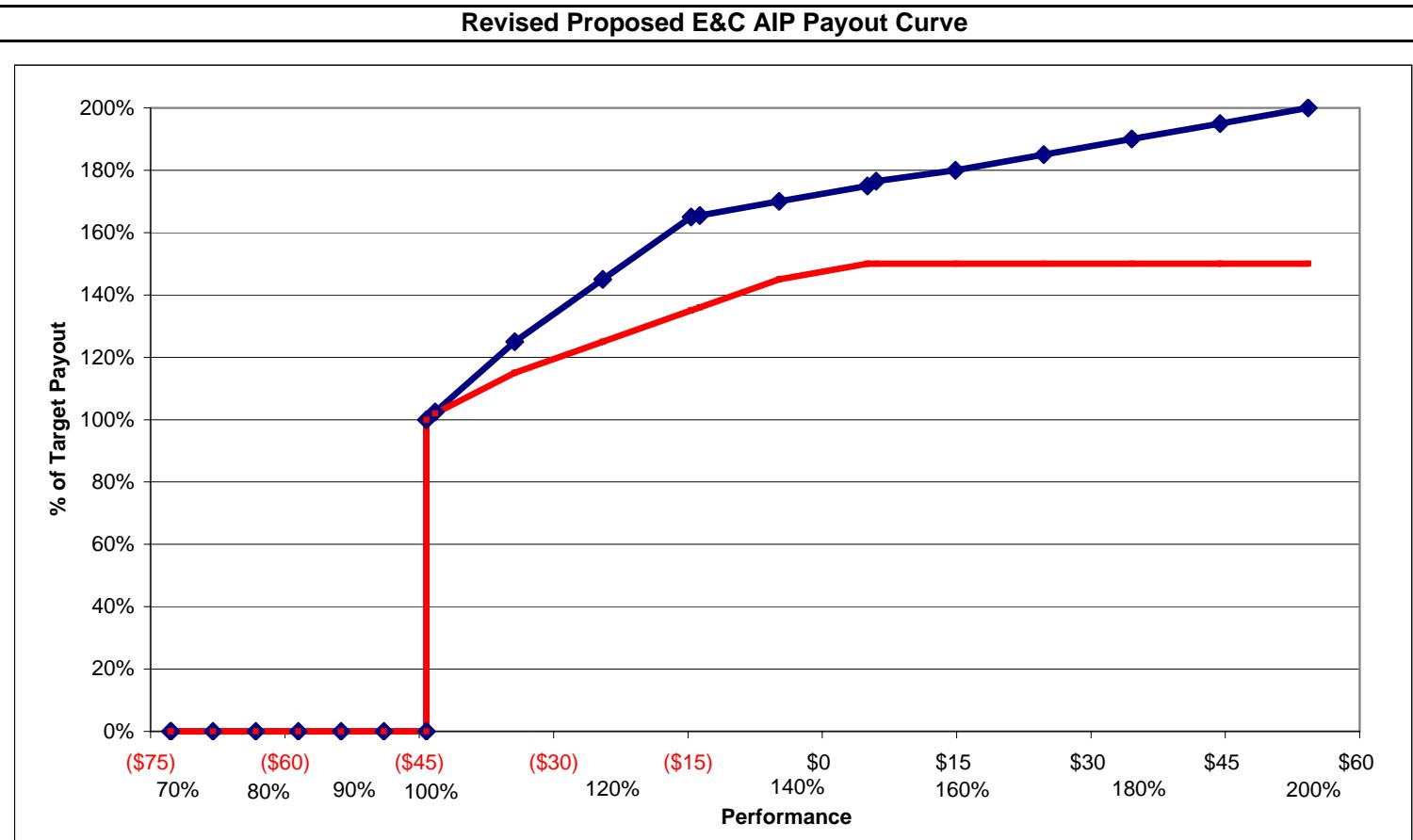
EXHIBIT 2

DELPHI CORPORATION
Revised Proposed AIP Payout Curve

	Target	Maximum
EBITDAR *	(\$81)	\$340
Performance %	100%	200%
Payout %	100%	200%/ 150% DSB

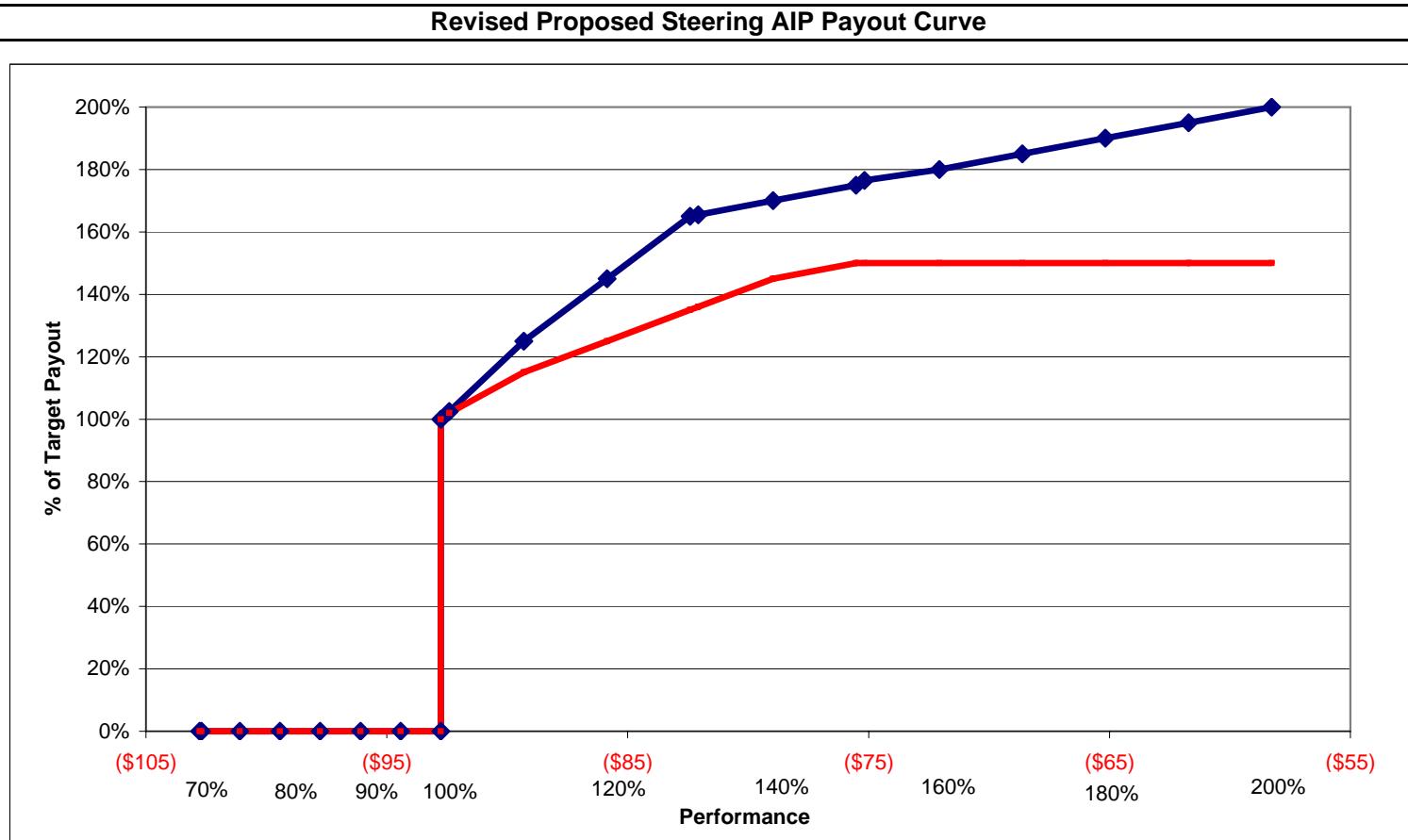
* Targets do not include any possible GM contribution or results of modifications of labor agreements.

\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
(\$72.7)	69%	0%	0%
(\$72.8)	70%	0%	0%
(\$68.0)	75%	0%	0%
(\$63.3)	80%	0%	0%
(\$58.5)	85%	0%	0%
(\$53.7)	90%	0%	0%
(\$49.0)	95%	0%	0%
(\$44.2)	100%	0%	0%
(\$44.2)	100%	100%	100%
(\$43.2)	101%	103%	102%
(\$34.4)	110%	125%	115%
(\$24.5)	120%	145%	125%
(\$14.7)	130%	165%	135%
(\$13.7)	131%	166%	136%
(\$4.8)	140%	170%	145%
\$5.0	150%	175%	150%
\$6.0	151%	177%	150%
\$14.9	160%	180%	150%
\$24.7	170%	185%	150%
\$34.6	180%	190%	150%
\$44.4	190%	195%	150%
\$54.3	200%	200%	150%



* Targets do not include any possible GM contribution or results of modifications of labor agreements.

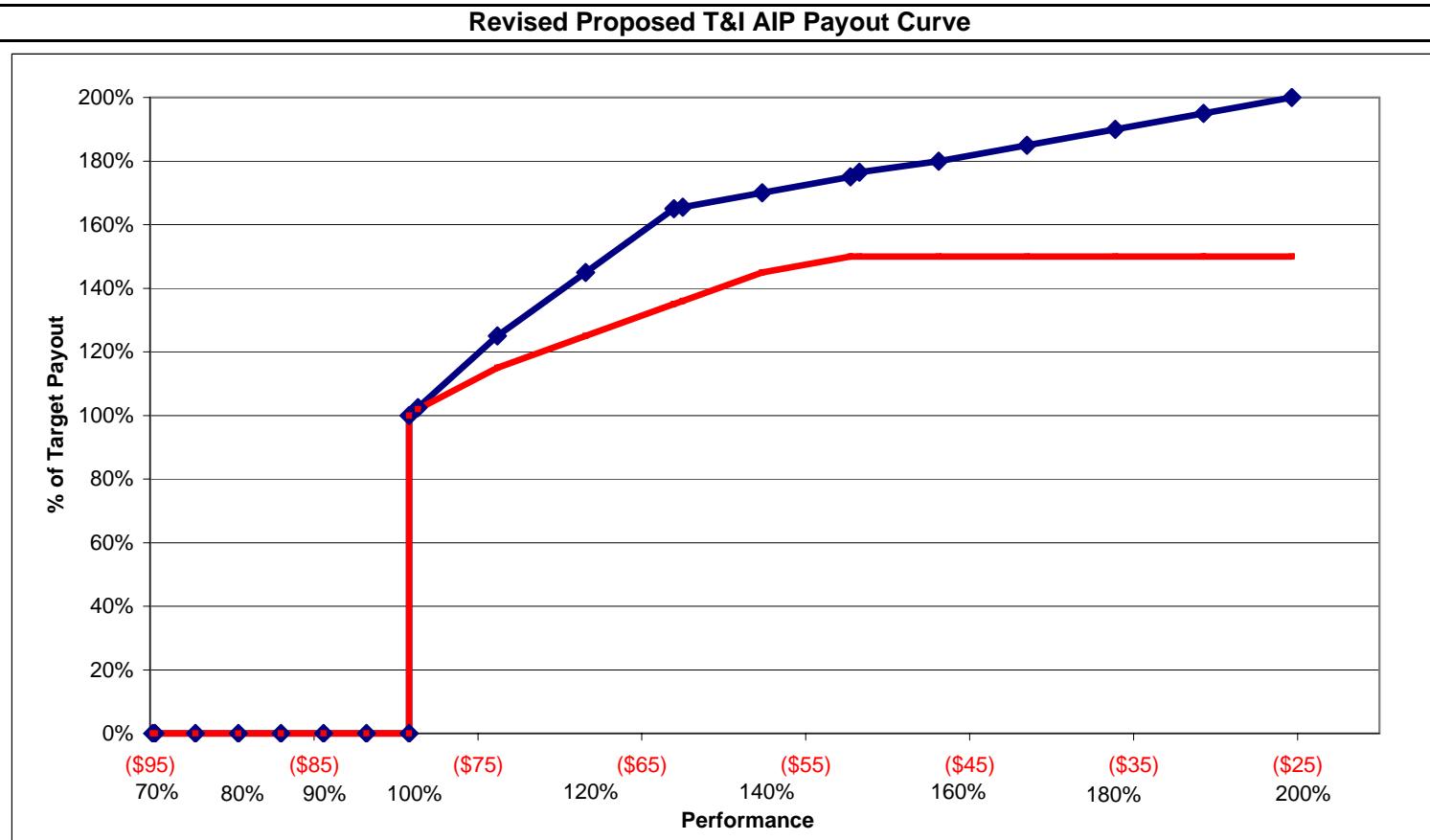
\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
(\$102.7)	69%	0%	0%
(\$102.8)	70%	0%	0%
(\$101.1)	75%	0%	0%
(\$99.4)	80%	0%	0%
(\$97.8)	85%	0%	0%
(\$96.1)	90%	0%	0%
(\$94.4)	95%	0%	0%
(\$92.8)	100%	0%	0%
(\$92.8)	100%	100%	100%
(\$92.4)	101%	103%	102%
(\$89.3)	110%	125%	115%
(\$85.9)	120%	145%	125%
(\$82.4)	130%	165%	135%
(\$82.1)	131%	166%	136%
(\$79.0)	140%	170%	145%
(\$75.5)	150%	175%	150%
(\$75.2)	151%	177%	150%
(\$72.1)	160%	180%	150%
(\$68.6)	170%	185%	150%
(\$65.2)	180%	190%	150%
(\$61.7)	190%	195%	150%
(\$58.3)	200%	200%	150%



OIBITDAR (000s)*	Target	Maximum
	(\$92.8)	(\$58.3)
Payout %	100%	200%
Performance %	100%	200%

* Targets do not include any possible GM contribution or results of modifications of labor agreements.

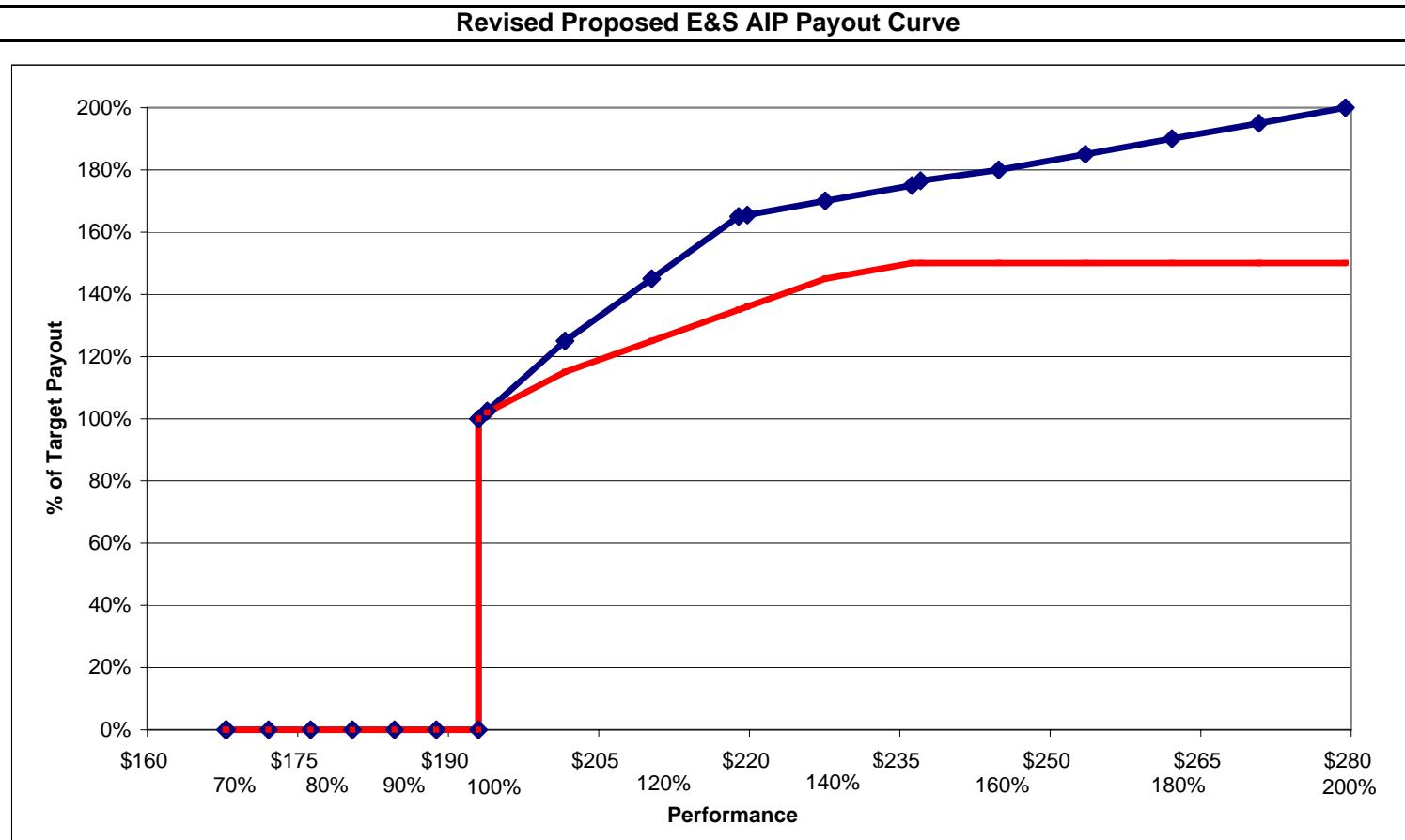
\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
(\$94.7)	69%	0%	0%
(\$94.8)	70%	0%	0%
(\$92.2)	75%	0%	0%
(\$89.6)	80%	0%	0%
(\$87.0)	85%	0%	0%
(\$84.4)	90%	0%	0%
(\$81.8)	95%	0%	0%
(\$79.2)	100%	0%	0%
(\$79.2)	100%	100%	100%
(\$78.7)	101%	103%	102%
(\$73.8)	110%	125%	115%
(\$68.4)	120%	145%	125%
(\$63.0)	130%	165%	135%
(\$62.5)	131%	166%	136%
(\$57.7)	140%	170%	145%
(\$52.3)	150%	175%	150%
(\$51.7)	151%	177%	150%
(\$46.9)	160%	180%	150%
(\$41.5)	170%	185%	150%
(\$36.1)	180%	190%	150%
(\$30.7)	190%	195%	150%
(\$25.3)	200%	200%	150%



	Target	Maximum
OIBITDAR (000s)*	(\$79.2)	(\$25.3)
Payout %	100%	200%
Performance %	100%	200%

* Targets do not include any possible GM contribution or results of modifications of labor agreements.

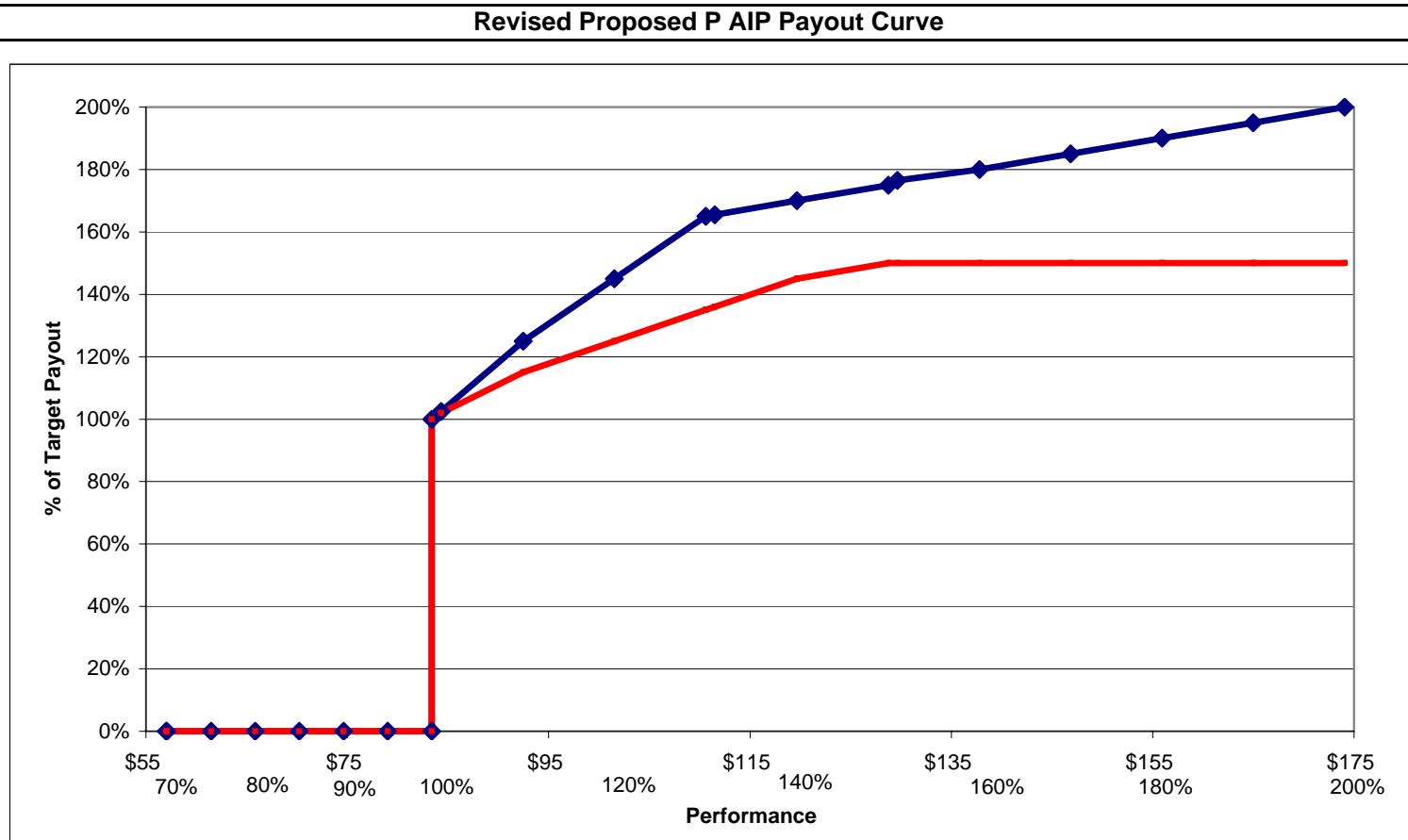
\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
\$167.8	69%	0%	0%
\$167.9	70%	0%	0%
\$172.1	75%	0%	0%
\$176.3	80%	0%	0%
\$180.5	85%	0%	0%
\$184.6	90%	0%	0%
\$188.8	95%	0%	0%
\$193.0	100%	0%	0%
\$193.0	100%	100%	100%
\$193.9	101%	103%	102%
\$201.6	110%	125%	115%
\$210.3	120%	145%	125%
\$218.9	130%	165%	135%
\$219.8	131%	166%	136%
\$227.6	140%	170%	145%
\$236.2	150%	175%	150%
\$237.1	151%	177%	150%
\$244.9	160%	180%	150%
\$253.5	170%	185%	150%
\$262.1	180%	190%	150%
\$270.8	190%	195%	150%
\$279.4	200%	200%	150%



	Target	Maximum
OIBITDAR (000s)*	\$193.0	\$279.4
Payout %	100%	200%
Performance %	100%	200%

* Targets do not include any possible GM contribution or results of modifications of labor agreements.

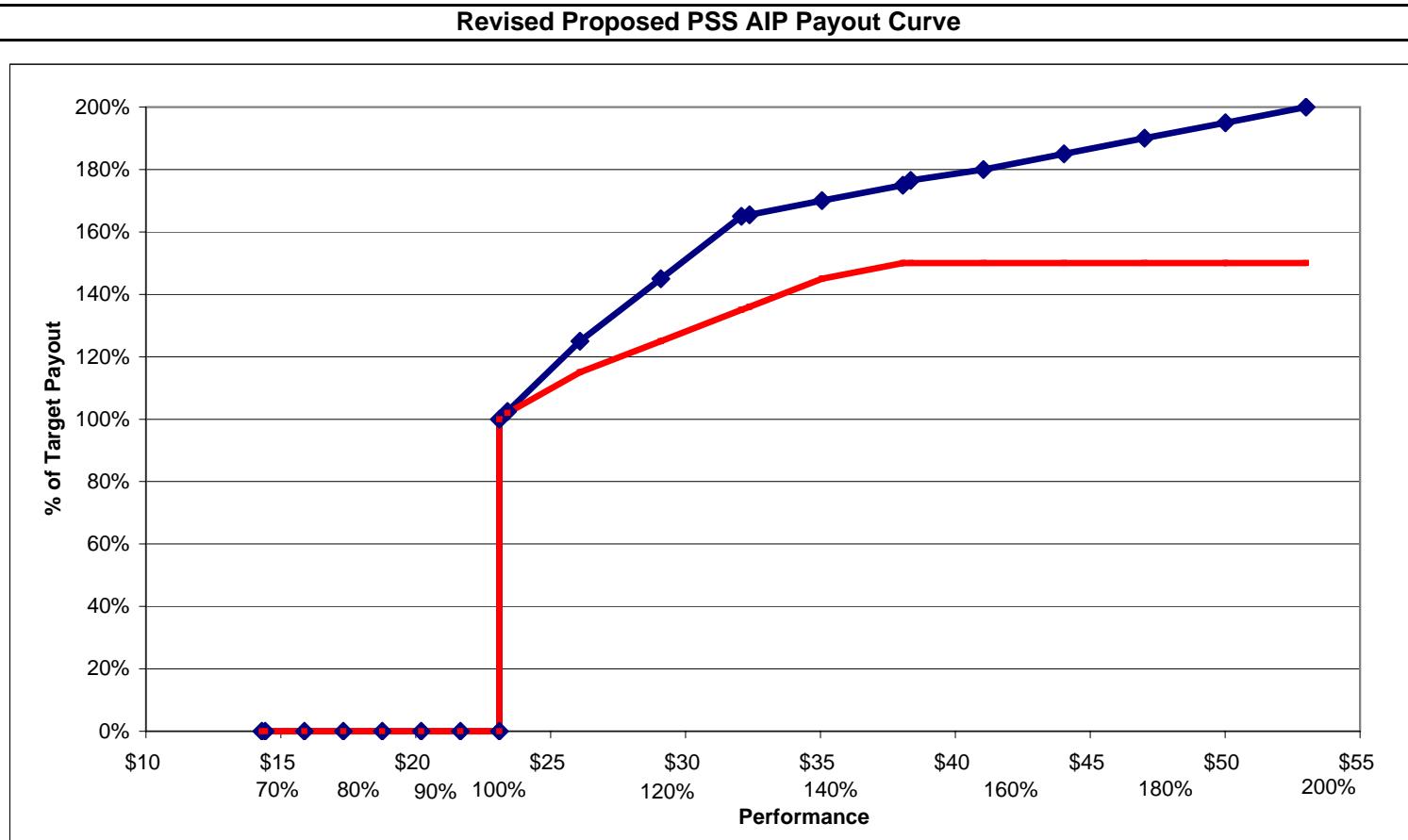
\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
\$57.0	69%	0%	0%
\$57.1	70%	0%	0%
\$61.5	75%	0%	0%
\$65.9	80%	0%	0%
\$70.2	85%	0%	0%
\$74.6	90%	0%	0%
\$79.0	95%	0%	0%
\$83.4	100%	0%	0%
\$83.4	100%	100%	100%
\$84.3	101%	103%	102%
\$92.5	110%	125%	115%
\$101.5	120%	145%	125%
\$110.6	130%	165%	135%
\$111.5	131%	166%	136%
\$119.7	140%	170%	145%
\$128.7	150%	175%	150%
\$129.6	151%	177%	150%
\$137.8	160%	180%	150%
\$146.9	170%	185%	150%
\$155.9	180%	190%	150%
\$165.0	190%	195%	150%
\$174.1	200%	200%	150%



	Target	Maximum
OIBITDAR (000s)*	\$83.4	\$174.1
Payout %	100%	200%
Performance %	100%	200%

* Targets do not include any possible GM contribution or results of modifications of labor agreements.

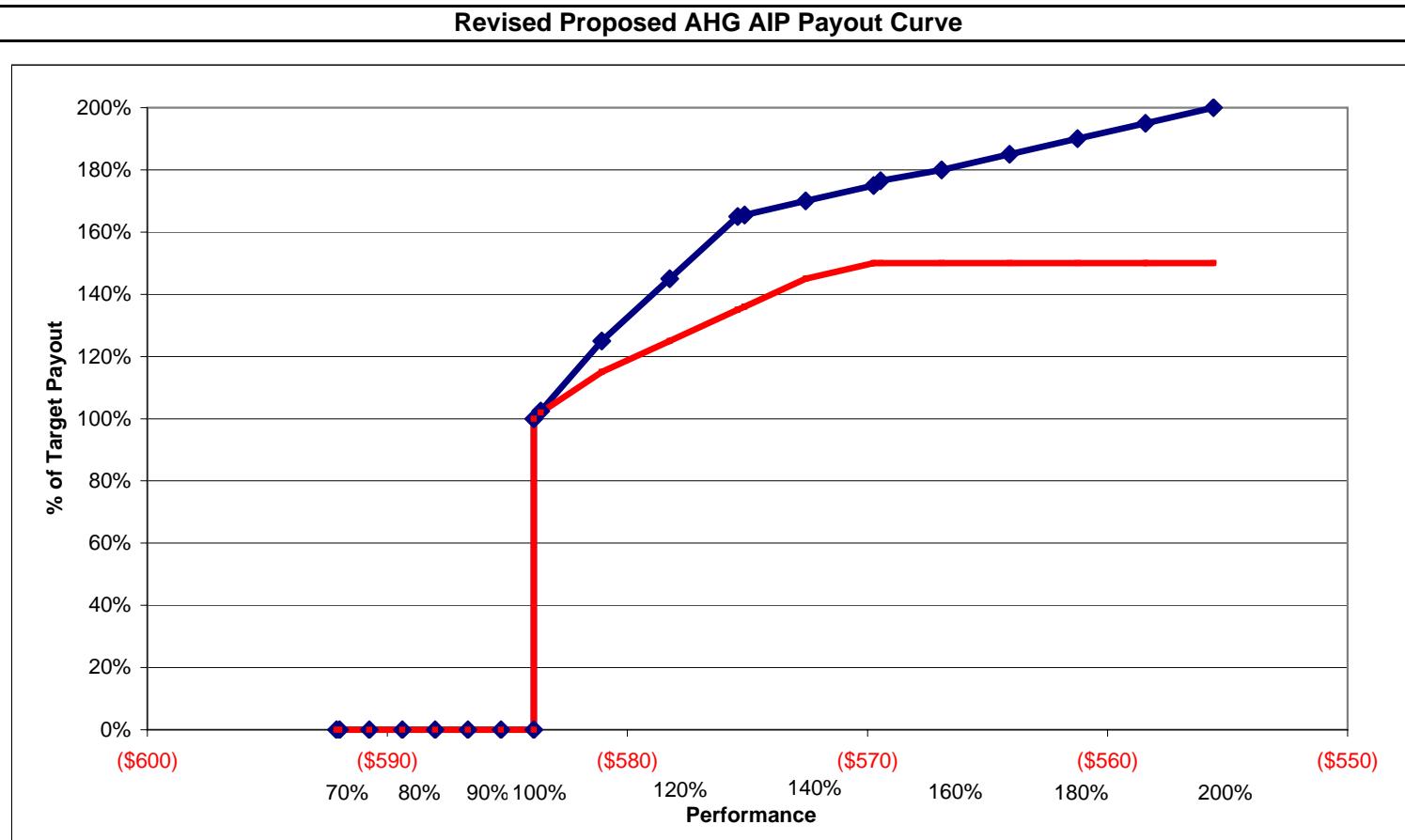
\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
\$14.3	69%	0%	0%
\$14.4	70%	0%	0%
\$15.9	75%	0%	0%
\$17.3	80%	0%	0%
\$18.8	85%	0%	0%
\$20.2	90%	0%	0%
\$21.7	95%	0%	0%
\$23.1	100%	0%	0%
\$23.1	100%	100%	100%
\$23.4	101%	103%	102%
\$26.1	110%	125%	115%
\$29.1	120%	145%	125%
\$32.1	130%	165%	135%
\$32.4	131%	166%	136%
\$35.1	140%	170%	145%
\$38.0	150%	175%	150%
\$38.3	151%	177%	150%
\$41.0	160%	180%	150%
\$44.0	170%	185%	150%
\$47.0	180%	190%	150%
\$50.0	190%	195%	150%
\$53.0	200%	200%	150%



	Target	Maximum
OIBITDAR (000s)*	\$23.1	\$53.0
Payout %	100%	200%
Performance %	100%	200%

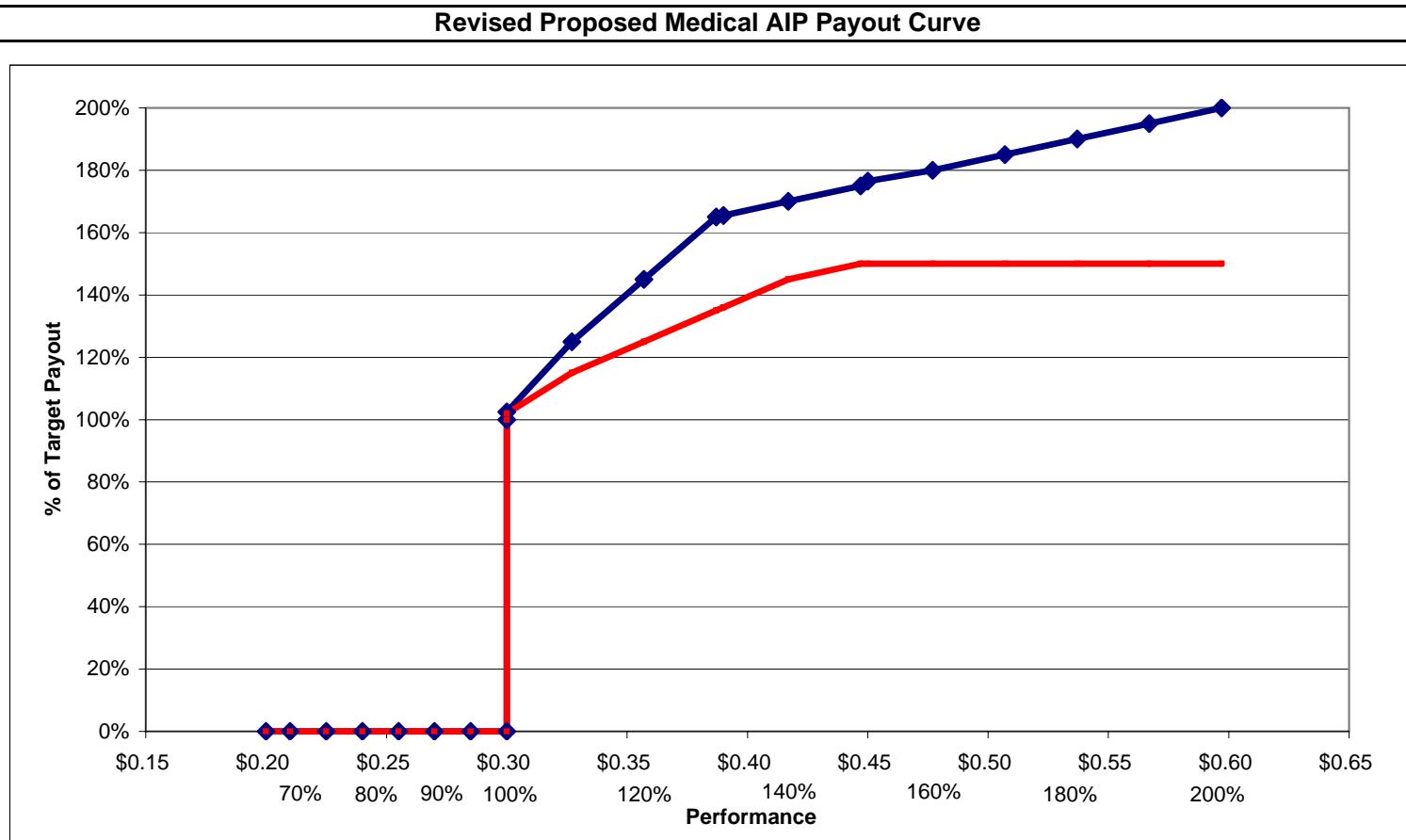
* Targets do not include any possible GM contribution or results of modifications of labor agreements.

\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
(\$592.0)	69%	0%	0%
(\$592.1)	70%	0%	0%
(\$590.8)	75%	0%	0%
(\$589.4)	80%	0%	0%
(\$588.0)	85%	0%	0%
(\$586.6)	90%	0%	0%
(\$585.3)	95%	0%	0%
(\$583.9)	100%	0%	0%
(\$583.9)	100%	100%	100%
(\$583.6)	101%	103%	102%
(\$581.1)	110%	125%	115%
(\$578.2)	120%	145%	125%
(\$575.4)	130%	165%	135%
(\$575.1)	131%	166%	136%
(\$572.6)	140%	170%	145%
(\$569.7)	150%	175%	150%
(\$569.5)	151%	177%	150%
(\$566.9)	160%	180%	150%
(\$564.1)	170%	185%	150%
(\$561.2)	180%	190%	150%
(\$558.4)	190%	195%	150%
(\$555.6)	200%	200%	150%



* Targets do not include any possible GM contribution or results of modifications of labor agreements.

\$ Performance (in millions)	% Performance	Non-DSB % Payout	DSB % Payout
\$0.2	69%	0%	0%
\$0.2	70%	0%	0%
\$0.2	75%	0%	0%
\$0.2	80%	0%	0%
\$0.3	85%	0%	0%
\$0.3	90%	0%	0%
\$0.3	95%	0%	0%
\$0.3	100%	0%	0%
\$0.3	100%	100%	100%
\$0.3	101%	103%	102%
\$0.3	110%	125%	115%
\$0.4	120%	145%	125%
\$0.4	130%	165%	135%
\$0.4	131%	166%	136%
\$0.4	140%	170%	145%
\$0.4	150%	175%	150%
\$0.5	151%	177%	150%
\$0.5	160%	180%	150%
\$0.5	170%	185%	150%
\$0.5	180%	190%	150%
\$0.6	190%	195%	150%
\$0.6	200%	200%	150%



	Target	Maximum
OIBITDAR (000s)*	\$0.3	\$0.6
Payout %	100%	200%
Performance %	100%	200%

* Targets do not include any possible GM contribution or results of modifications of labor agreements.